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Lyrics and Music by: Thomas McEiroy, Denzil Foster • Published © 1992 Two Tuff-E-Nuff Songs/fiving Music, Inc. BMI • Musicians: Thomas McEiroy: Keyboards, Drum Machine Programming, Dialogue • Denzil Foster: Keyboards, Drum Machine Programming, Dialogue • Michael Fellows: Drums • Jinx Jones: Guitar Bass and Guitar Solos • Juan Escovedo: Percussion • Jon Bendich: Percussion • Peter Michael: Percussion • James 'Jinx' Gardner: Guitar • Jeffrey McCormick: Saxophone and Saxophone Solos • Chris Mondt: Trombone • Tony George: Trumpet • Les Harris: Saxophone • Ohuckil Booker: Dialogues • Vocals: En Voque - Terry Ellis: Lead and Background Vocals • Maxine Jones: Lead and Background Vocals • Maxine Jones: Lead and Background Vocals • Recorded at Fantasy Studios, Berkeley, CA • Engineer: Steve Counter • Additional Engineering, Michael Semanick and Neil King • Mixed at Can Am Studios, Tarzana, CA • Engineer: Ken Kessie • Assistant Engineer: John Jackson • Mastered at Bernie Grundman Mastering, Hollywood, CA • Engineer: Brian Gardner • Produced and Arranged by Thomas McElroy and Denzil Foster for Two Tuff E-Nuff-Productions • Executive Producers: Thomas McElroy and Denzil Foster for Two Tuff E-Nuff-

02HOLD ON

Lyrics by: Thomas McEiroy, Denzil Foster, En Vogue • Music By: Thomas McEiroy, Denzil Foster • Published by Two Tuff-E-Nuff Songs, BMI
• Lyrics ©1989 Two Tuff-E-Nuff Songs • Musicians: Thomas McEiroy, Keyboards, Drum Machine Programming • Denzil Foster: Keyboards, Drum Machine Programming • Grover Washington, Jr.: Saxophone • Vocals: En Vogue - Dawn Robinson: Lead, Background, Dialogues • Terry Ellis: Lead, Background, Dialogues • Denzil Foster: Dialogues • Recorded at Startight Sound, Richmond, CA • Recording Engineers: Ken Kessie and Steve Counter • Assistant Engineers: Ray Floyd, Lyrn Levy, Sharon Clear • Live Oak Stuchnond, De Berkeley, CA • Recording Engineers: Ken Kessie, Steve Counter, Dale Everingham • Assistant Engineers: Bob Fudjinski, James Williamson • Can Am Studio, Tarzana, CA • Engineer: Ken Kessie • Additional Engineering: Jeff Poe • Assistant Engineering: John Jackson • Bernie Gründman Mastering, Los Angeles, CA • Engineer: Brian Gardner • Assistant Engineer: Brian Cardner • Assistant • Brian Cardner • Bri

O3WHATTA MAN

Lyrics and Music by Herby Azor • Published by Sons of K-OSS/Sandia Music/Next Plateau Music, ASCAP/Irving music, BMI • Musicians: Thomas McElroy: Keyboards, Drum Programming • Denzil Foster: Keyboards, Drum Programming • Marlon McClain: Guitar • Vocals: Salt-N-Pepa, En Vogue • Maxine Jones: Background Vocals: Clindy Herron: Lead and Background Vocals • Terry Ellis: Lead and Background Vocals • Dawn Robinson: Lead and Background Vocals • Background Vocals: En Vogue, 3 Feet • Vocal arrangement: Kirniko Whittaker • Recorded and Mixed on Analog • From the Next Plateau/London Records. IPCD and CS "Very Necessary" by Salt-N-Pepa (828-392-1/2/4) @ 1993 London Records USA • Sample: Linda Lydell "What A Man" (1968 Stax Records) • Produced and Written by Dave Crawford (Sound Recording Rights/Fantasy Records; Irving Music, BMI/Sandia Music, ASCAP) • Executive Producer: Herby 'Luvbug' Azor • From the East/West album "RUNAWAY LOVE" #92296

**Photography by: Guzman, Reissig & Taylor, Daniel & Louise • Design by Lili Picou

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04FREE YOUR MIND

Lyrics and Music by: Thomas McEiroy, Denzil Foster • Published © 1992 Two Tuff-E-Nuff Songs/Irving Music, Inc. BMI • Musicians. Thomas McEiroy. Keyboards, Drum Machine Programming, Dialogue • Denzil Foster: Keyboards, Drum Machine Programming, Dialogue • Michael Fellows: Drums • Jimx Jones: Guitar • Bass and Guitar Solos • Juan Escovedo: Percussion • Jame Fellor: Percussion • Peter Michael Percussion • James * 'Limx' Gardner: Guitar • Jeffrey McCormick: Saxophone and Saxophone Solos • Chris Mondt: Trombone • Tony George: Trumpet • Les Harris: Saxophone • Chuckii Booker: Dialogues • Vocals: En Vogue - Teny Ellis: Lead and Background Vocals: Maxine Jones: Lead and Background Vocals • Clarky Herror: Lead and Background Vocals • Dawn Robinson: Lead and Background Vocals • Recorded at Fantasy Studios, Berkeley, CA • Engineer: Steve Counter • Additional Engineering: Michael Semanick and Neil King • Mixed at Can Am Studios, Tarzana, CA • Engineer: Ken Kessie • Assistant Engineer: John Jackson • Mastered at Bernie Grundman Mastering, Hollywood, CA • Engineer: Brian Gardner • Produced and Arranged by Thomas McEiroy and Denzil Foster for Two Tuff E-Nuff-Productions • Executive Producers: Thomas McEiroy and Denzil Foster • From the EastWest album *FUNKY DINAS* * #92121

O5DON'T LET GO (LOVE)

Lyrics and Music by: Organized Noize, Andrea Martín, Ivan Matlas, Marqueze Ethridge * Published by Organized Noize (adm.)/Stiff Shirt Music, (BMI)/Almo Music Corp./Sailandra Publishing/Rondor Music/One Ol' Ghetto Hoe-Wairner Chappell Music, Inc./Belt Star, ASCAP) * Musicians: Startar Grand Plano * Torimry Martín: Guittar * Martín Terry: Guitar * Lil' John: Bass * Preston Crump: Bass * Vocals: En Vogue - Terry Ellis: Chaz: Background, Dialogue * Maxine Jones: Lead, Background, Dialogue * Cindy Herron Braggs: Lead, Background, Dialogue * Recording Studio, Atlanta, GA, The Record Plant, Los Angeles, CA * Engineered by Blake Eisenman, Neal-Progue * Assisted by Milke "Fresh" Wilson (Record Plant Asst.) * Mixed at Record Plant, Los Angeles, CA * Mixed by Neal-Progue for NHP Sound, Inc and Organized Noize Productions * Vocals recorded at The Record Plant, Los Angeles, CA * Engineered and mixed by Neal-Progue for NHP Sound, Inc. and Organized Noize Productions at Hit Factory, NYC * Executive Producers: Sylvia Phone and En Vogue * From the EastWest album *EV3" #62057

06GMNG HIM SOMETHING HE CAN FEEL

Lyrics and Music by Curtis Mayfield • Published c 1975 Warner Tamerlane Publishing Corp., BMI • Musicians: Thomas McElroy; Keyboards, Drum Machine Programming, Dialogue • Denzil Foster: Keyboards, Drum Machine Programming, Dialogue • Michael Fellows: Drums • Jinx Jones: Guitar, Bass and Guitar Solos • Juan Escovedo: Percussion • Jone Bendich: Percussion • Peter Michael: Percussion • James Jinx' Gardner: Guitar • Jeffrey McCormick: Saxophone and Saxophone Solos • Chris Mondt: Trombone • Tony George: Tumpet • Les Harris: Saxophone • Chuckil Booker: Dialogues • Vocals: En Vogue - Terry Ellis: Lead and Background Vocals • Maxine Jones: Lead Background Vocals • Necorded at Fantasy Studios, Berkeley, CA • Engineer: Steve Counter • Additional Engineering: Michael Semanick and Neil King • Mixed at Can Am Studios, Tarzana. CA • Engineer: Ken Kessie • Assistant Engineer: John Jackson • Mastered at Bermie Grundman Mastering, Hollywood, CA • Engineer: Forn Cardner • Produced and Arranged by Thomas McElroy and Denzil Foster for Two Tuff E-Nuff-Productions • Executive Producers: Thomas McElroy and Denzil Foster • From the EastWest album "FUNKY DIVAS" #92121

07NO FOOL NO MORE

Lyrics and Music by: Diane Warren • Published by Realeongs/Baby Big Music/Boodamax Music (ASCAP)• Musicians: Bernard Grobman: Guitar Dominick Maybank: Bass • Michael Allen: Live Drums • Big Baby: String Arrangement • Vocals: En Vogue • Tenry Ellis: Lead, Background, Dialogue • Cindy Herron Braggs: Lead, Background, Dialogue • Cindy Herron Braggs: Lead, Background, Dialogue • Flecorded at: Flava Station, Queens, NY, Hit Factory Recording



Studios, New York, NY and Encore Studios, Burbank, CA • Engineered by: Ben Arrindell • Assistant Engineer: Milton Chan • Mixed by: Ben• Arrindell at Encore Studios, Burbank, CA • Remixed by: Mick Guzauski at Barking Dorot Recording, Mt. Kisco, NY • Assisted by: Tom Bender • Executive Producers: Missy Elliott, Timbeland, Swins Phore and Merlin Bobb • From the EastWest album "WHY DO FOOLS FALL IN LOVE," #62265

08WHATEVER

Lyrics and Music by Babyface, Giuliano Franco, Keith Andes • Published by Sony/ATV Songs LLC, ECAF Music (BMI)/No Intro Publishing. E2 Music/Keiande Songs (ASCAP) • Musicians: Babyface: Synthesizers, Rhodes are Programming • Giuliano Franco: Synthesizer and During Programming • Mark Coleman: Guitar • Vocals: En Vogue - Terry Ellis: Lead and Background Vocals • Maxine Jones: Lead and Background Vocals • Cincty Herron Braggs: Lead and Background Vocals • Recorded and mixed at Brandon's Way Recording, Los Angeles, CA • Engineered and mixed by Manny Marroaquin • Assistant Engineer: Paul Boutin • Midi Programmer: Randy Walker • Produced by Babyface for ECAF Productions, Inc. • From the EastWest album *EV3** #62057

09LIES

Lyrics by: Thomas McElroy, Dervil Foster, Khayree Shaheed and En Vogue • Music by: Dervil Foster, Thomas, McElroy, • Published by Two Tuff-E-Nuff Songs, 6 Musicians: Thomas McElroy: Keyboards, Drum Machine Programming • Oenzil Foster. Keyboards, Drum Machine Programming • Oenzil Foster. Keyboards, Drum Machine Programming • Oenzil Foster. Keyboards, Drum Machine Programming • Grover Washington, Jr.: Saxophone • Vocals: En Vogue - Dawn Robinson: Lead, Background, Dialogues • Terry Ellis: Lead, Background, Dialogues • Cardy Herron: Lead, Background, Dialogues • Maxine Jones: Lead, Background, Dialogues • Neosa McElroy: Dialogues • Neosa en Selection of the State of Steve Counter • Assistant Engineers: Ray Floyd, Lynn Levy, Sharon Cleer • Live Cak Studio, Berkeley, CA • Recording Engineers: Ken Kessie, Steve Counter, Dale Eveningham • Assistant Engineers: Bob Fudjinski, James Williamson • Can Am Studio, Tarzana, CA • Engineer: Ken Kessie • Additional Engineering: Joff Poe • Assistant Engineers: Bob Fudjinski, James Williamson • Can Am Studio, Tarzana, CA • Engineer: Ken Kessie • Additional Engineer: Erik Wolf • Produced and Arranged by Thomas McElroy and Derzil Foster for Two Tuff-E-Nuff Productions • Executive Producers: Denzil Foster & David Lombard • From the East-West album "BORN TO SING" #82084

10GIVE IT UP, TURN IT LOOSE

Lyrics and Music by: Thomas McElroy, Denzil Foster • Published © 1992 Two Tuff E-Nuff Songs/Irving Music, Inc. BMI • Musicians: Thomas McElroy, Keyboards, Drum Machine Programming, Dialogue • Michael Fellows: Drums • Jinx Jones: Guitar, Bass and Guitar Solos • Juan Escowedo: Percussion • Jon Bendich: Percussion • Peter Michael: Percussion • James Jinx Gardner: Guitar • Jeffrey McCormick: Saxophone and Saxophone Solos • Chris Mondt: Trombone • Tony George: Trumpet • Les Harris: Saxophone • Chuckil Booker: Dialogues • Vecals: En Vogue - Terry Ellis: Lead and Background Vocals • Maxine Jones: Lead and Background Vocals • Chirdy Herron: Lead and Background Vocals • Dawn Robinson: Lead and Background Vocals • Recorded at Fantasy Studios. Berkeley, CA • Engineer: Steve Counter • Additional Engineering: Michael Semanick and Nall King • Mixed at Can Am Studios. Tarzana. CA • Engineer: Ken Kessie • Assistant Engineer: John Jackson • Mastered at Bernie Grundman Mastering, Hollywood, CA • Engineer: Brian Gardner • Produced and Arranged by Thomas McElroy and Denzil Foster for Two Tuff E-Nuff-Productions • Executive Producers: Thomas McElroy and Denzil Foster • From the EastWest album: "FUNKY DNXS" #92/121



11RUNAWAY LOVE

Lyrics and Music by Thomas McElroy and Denzil Foster • Published by Two Tuff-E-Nuff Songs, BMI • Musicians: Thomas McElroy: Keyboards, Drum Programming • Denzil Foster: Keyboards, Drum Programming • Vocals: En Vogue - Maxine Jones: Background Vocals • Cindy Herron: Lead and Background Vocals • Teles Background Vocals • Teles Recorded at Fantasy Studios, Berkeley, CA • Engineers: Steve Counter, Steven Hart • Mixed at Can Am Recorders, Tarzana, CA • Engineer: Ken Kessle • Mastered at Bernie Grundman Mastering, Hollywood, CA • Produced by Thomas McElroy and Denzil Foster for Two Tuff-E-Nuff Productions, Inc. • Executive Producers: Thomas McElroy and Denzil Foster • From the EastWest album **RUNAWAY LOVE** #892296

12TOO GONE, TOO LONG

Lyrics and Music by: Diane Warren • Published by Realsongs, (ASCAP) Copyright 1997 • Musicians: David Foster: Keyboards • Simon Franglen: Synclavier Programming • Michael Thompson: Electric Guitar • Dean Parks: Acoustic Guitar • Vecals: En Vogue - Terry Ellis: Lead, Background, Dialogue • Maxine Jones: Lead, Background, Dialogue • Cindy Herron Braggs: Lead, Background, Dialogue • Recorded at Chartmaker Studios, Westlake Studios • Engineered by Fellipe Elgueta • Mixed at Record Plant • Mixed by Mick Guzauski • Assisted by John Moony • Executive Producers: Sylvia Rhore and En Voque • From the EastWest album "EV3" #62057

13LET IT FLOW

Written by Denzil Foster and Thomas McElroy • Published by Two Tuff-E-Nuff Songs/EMI Blackwood Music, Inc./(BMI) (admin) • Musicians: Thomas McElroy: Keyboards and Drum Programming • Jenses Earley: Electric Guitar and Bass • Vocals: En Vogue - Terry Ellis: Lead and Background Vocals • Maxine Jones: Lead and Background Vocals • Oindy Herron Braggs: Lead and Background Vocals • Recorded by Steve Counter and Ken Kessie • Mixed at FM Studios, Oxland, CA • Recorded by Steve Counter and Ken Kessie • Mixed at FM Studios, Oxland, CA • Recorded by Lenzil Foster and Thomas McElroy • From the EastWest album "EV3" #62057

14LOVE DON'T LOVE YOU

Lyrics and Music by: Thomas McElroy, Denzil Foster • Published @1992 Two Tuff-E-Nuff Songs/Irving Music, Inc. BMI • Musicians: Thomas McElroy: Keyboards, Drum Machine Programming, Dialogue • Denzil Foster: Keyboards, Drum Machine Programming, Dialogue • Michael Fellows: Drums • Jinx Jones: Guitar, Bass and Guitar Solos • Juan Escovedo: Persission • John Bendich: Percussion • Pater Michael: Percussion • James Jinx Gardner: Guitar • Jeffrey McCormick: Saxophone and Saxophone Solos • Chris Mondi: Trombone • Tony George: Trumpel • Lee Harris: Saxophone Chuckii Booker: Dialogues • Vocals: Group - Terry Ellis: Lead and Background Vocals • Maxine Jones: Lead and Background Vocals • Cindy Herron: Lead and Background Vocals • Dawn Robinson: Lead and Background Vocals • Can Am Studios, Berkeley, CA • Engineer: Steve Counter • Additional Engineering: Michael Semanick and Nelit King • Mixed at Gan Am Studios, Tazzana, CA • Engineer: Ken Kossie • Assistant Engineer: John Jackson • Mastered at Bernie Grundman Mastering, Hollywood, CA • Engineer: Erian Gardner • Produced and Arranged by Thomas McElroy and Denzil Foster for Two Tuff E-Nuff-Productions • Executive Producers: Thomas McElroy and Denzil Foster • From the EastWest album "FUNKY DIVS" #92121

Salt-N-Pepa appear courtesy of Next Plateau/London Records • Babyface appears courtesy of Epic Records





AN 04FREE YOUR MIND 05DON'T LET ORE 08WHATEVER 09LIES 10GIVE IT TIT FLOW 14LOVE DON'T LOVE YOU Fourteen scorching smashes from the original funky divas plus two previously unreleased bonus remixes! Includes MY LOVIN' (YOU'RE NEVER GONNA GET IT) ★ DON'T LET GO (LOVE) and twelve more classic hits plus the CD-only bonus remixes HOLD ON (Tuff Jam's Classic Garage Mix) and LET IT FLOW (Funk Food Radio Remix). Also available on VHS home video



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